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MARVEL® COMICS GROUP
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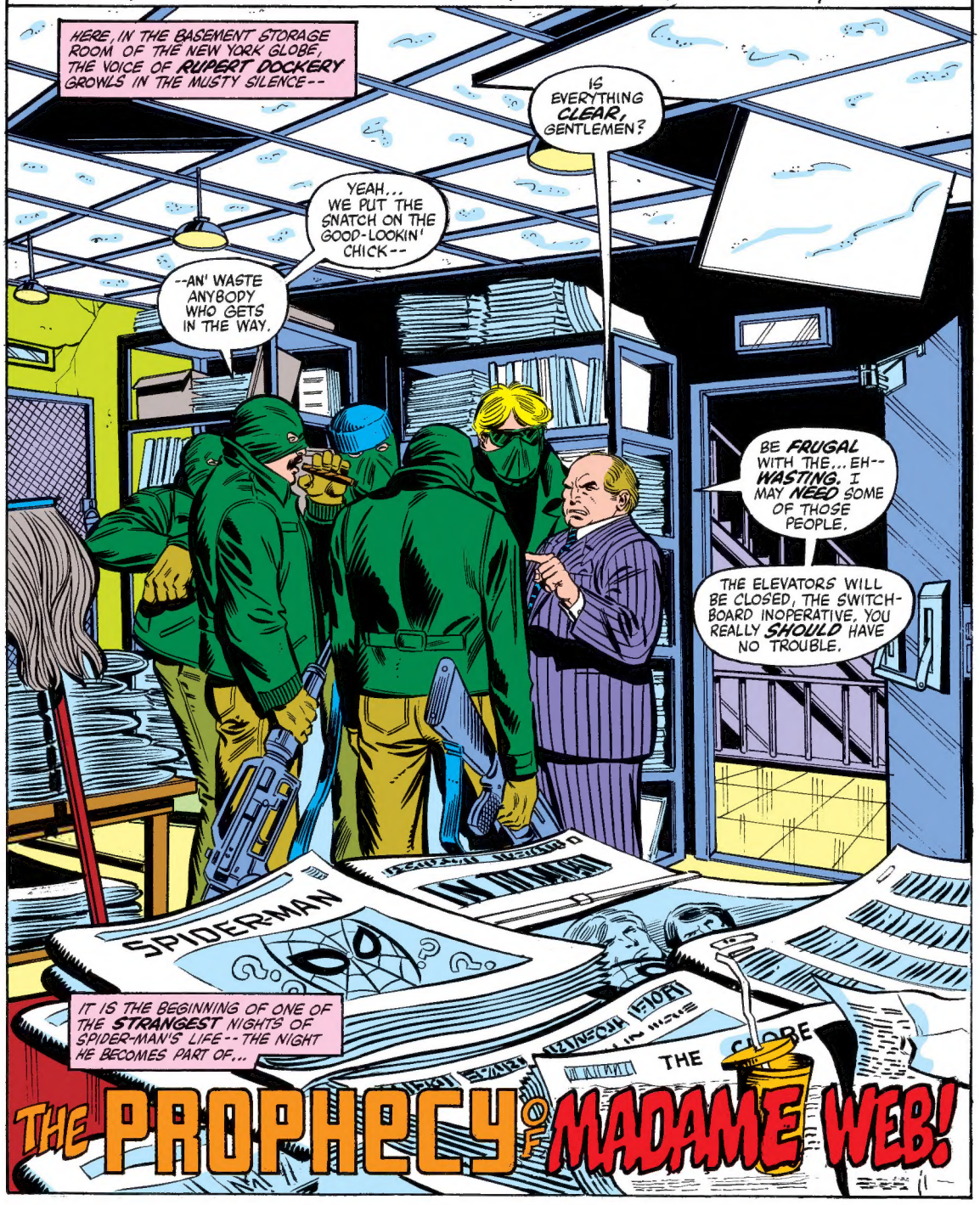
the AMAZING SPIDER-MAN®
TM
HEY, SPIDEY-- THINK YOU'RE THE ONLY WEB-HEAD IN TOWN...?
...MEET MADAME WEB!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

STORY DENNY O'NEIL / INTRODUCING THE NEWEST ART-TEAM SUPREME JOHN ROMITA, JR. & JOE SINNOTT / LETTERS: J. NOVAK COLORS: B. SHAREN / EDITOR ALLEN MILGROM / ED-IN-CHIEF JIM SHOOTER



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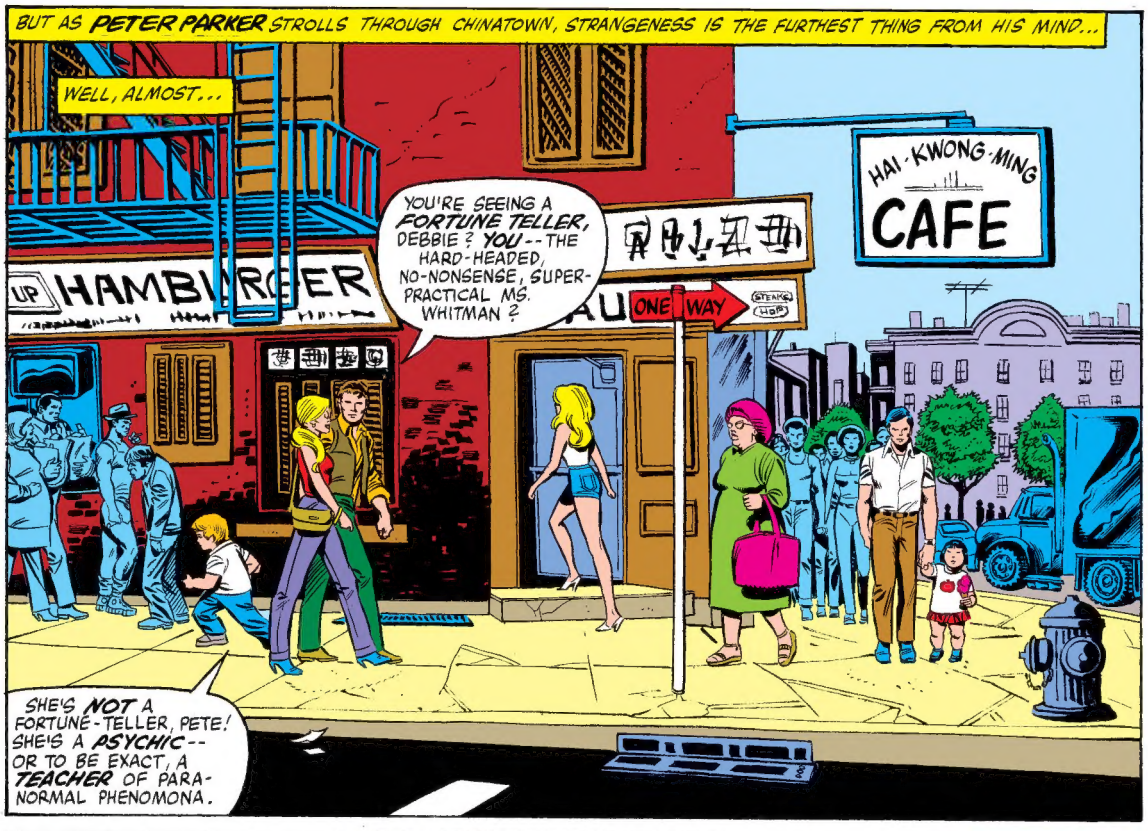
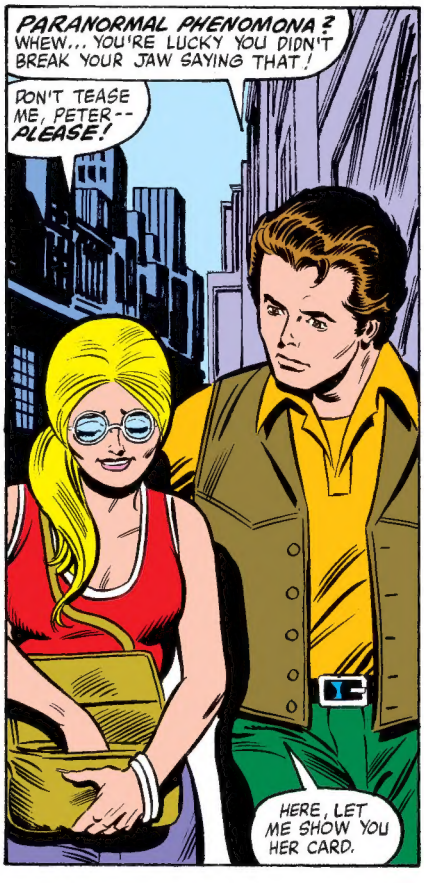
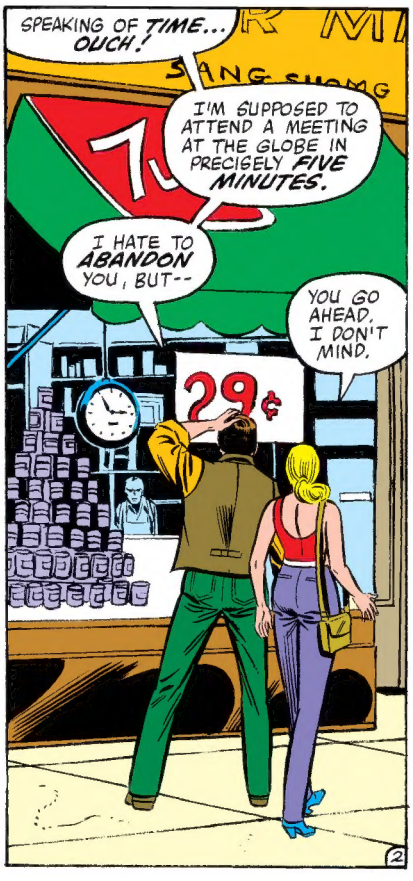
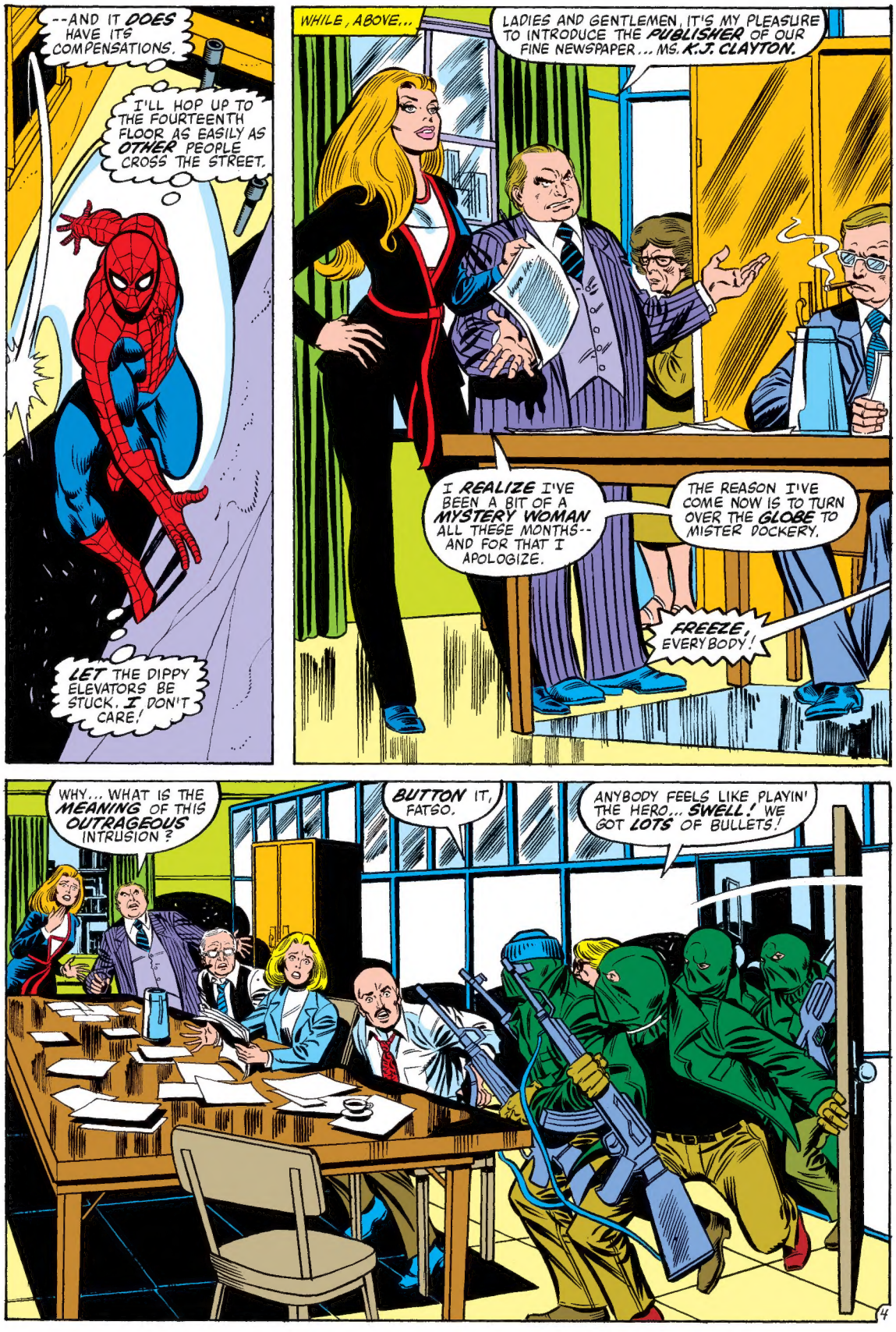

BUT AS PETER PARKER STROLLS THROUGH CHINATOWN, STRANGENESS IS THE FURTHEST THING FROM HIS MIND...
WELL, ALMOST...
YOU'RE SEEING A FORTUNE TELLER, DEBBIE? YOU--THE HARD-HEADED, NO-NONSENSE, SUPER-PRACTICAL MS. WHITMAN?
HAI·KWONG·MING CAFE
HAMBURGER
ONE WAY
SHE'S NOT A FORTUNE-TELLER, PETE! SHE'S A PSYCHIC--OR TO BE EXACT, A TEACHER OF PARA-NORMAL PHENOMONA.

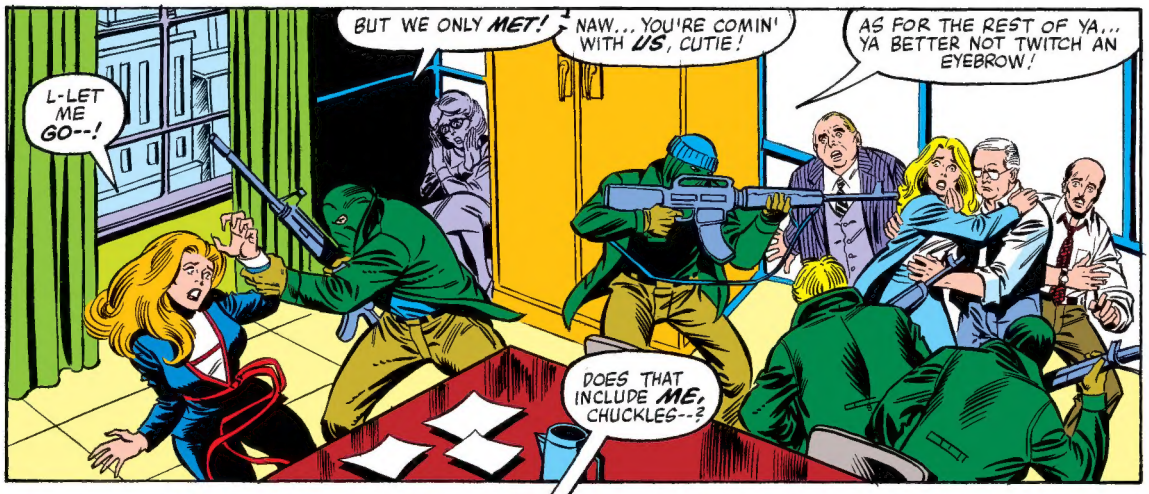

PARANORMAL PHENOMONA? WHEW... YOU'RE LUCKY YOU DIDN'T BREAK YOUR JAW SAYING THAT!
DON'T TEASE ME, PETER--PLEASE!
HERE, LET ME SHOW YOU HER CARD.

MADAME WEB
PROFESSION MEDIUM
MADAME WEB, HUH? SORRY, DEB--SHE LOOKS LIKE A GARDEN-VARIETY FRAUD TO ME! I WOULDN'T GIVE HER THE TIME OF DAY!


SPEAKING OF TIME... OUCH!
I'M SUPPOSED TO ATTEND A MEETING AT THE GLOBE IN PRECISELY FIVE MINUTES.
I HATE TO ABANDON YOU, BUT--
YOU GO AHEAD, I DON'T MIND.
29¢

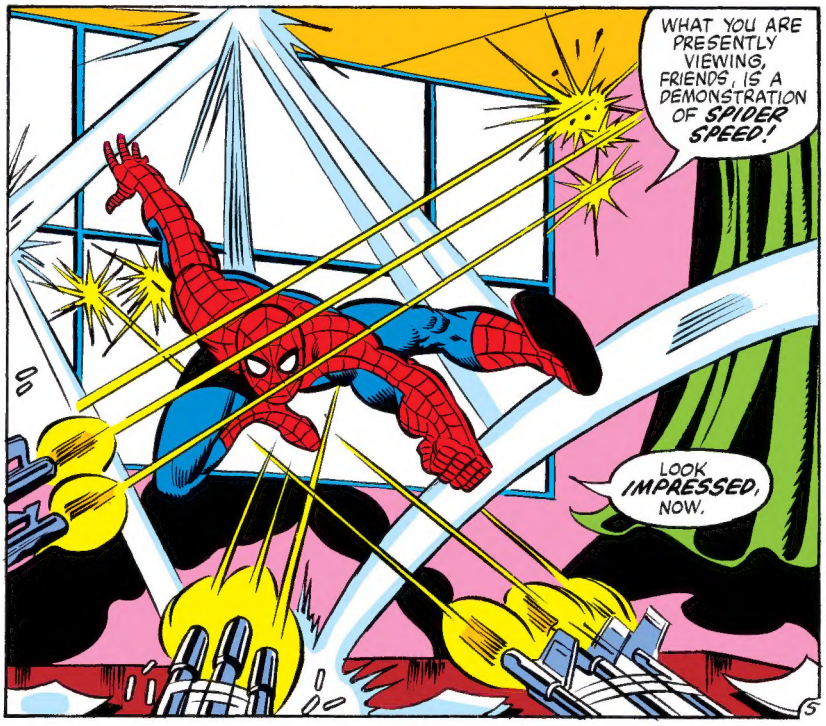
IT IS A FULL TWENTY MINUTES BEFORE PETER PARKER REACHES THE OFFICES OF THE CITY'S FOURTH DAILY NEWSPAPER ON MANHATTAN'S UPPER EAST SIDE...
BLASTED ELEVATORS--
--THEY'RE LIKE POLICE-- NEVER THERE WHEN YOU NEED ONE.
DON'T WASTE YOUR ENERGY, SONNY--
-- WORD CAME DOWN FROM ON HIGH THAT NOBODY GOES TO THE EDITORIAL DEPARTMENT BEFORE FIVE O'CLOCK.
THAT'S JUST GREAT. HOW DO THEY EXPECT US TO GET THERE -- CLIMB UP THE WALLS?
ACTUALLY, THAT'S WHAT I'M GONNA DO.
EXIT
I ALWAYS FEEL SO CLICHÉ, GOING INTO AN EMPTY STORE ROOM TO CHANGE CLOTHES, THOUGH--
BUT BEING SPIDER-MAN ISN'T A JOB FOR THE EASILY EMBARRASSED--


--AND IT DOES HAVE ITS COMPENSATIONS.
I'LL HOP UP TO THE FOURTEENTH FLOOR AS EASILY AS OTHER PEOPLE CROSS THE STREET.
LET THE DIPPY ELEVATORS BE STUCK. I DON'T CARE!
WHILE, ABOVE...
LADIES AND GENTLEMEN, IT'S MY PLEASURE TO INTRODUCE THE PUBLISHER OF OUR FINE NEWSPAPER... MS. K.J. CLAYTON.
I REALIZE I'VE BEEN A BIT OF A MYSTERY WOMAN ALL THESE MONTHS-- AND FOR THAT I APOLOGIZE.
THE REASON I'VE COME NOW IS TO TURN OVER THE GLOBE TO MISTER DOCKERY.
FREEZE, EVERYBODY!
WHY... WHAT IS THE MEANING OF THIS OUTRAGEOUS INTRUSION?
BUTTON IT, FATSO.
ANYBODY FEELS LIKE PLAYIN' THE HERO... SWELL! WE GOT LOTS OF BULLETS!
4

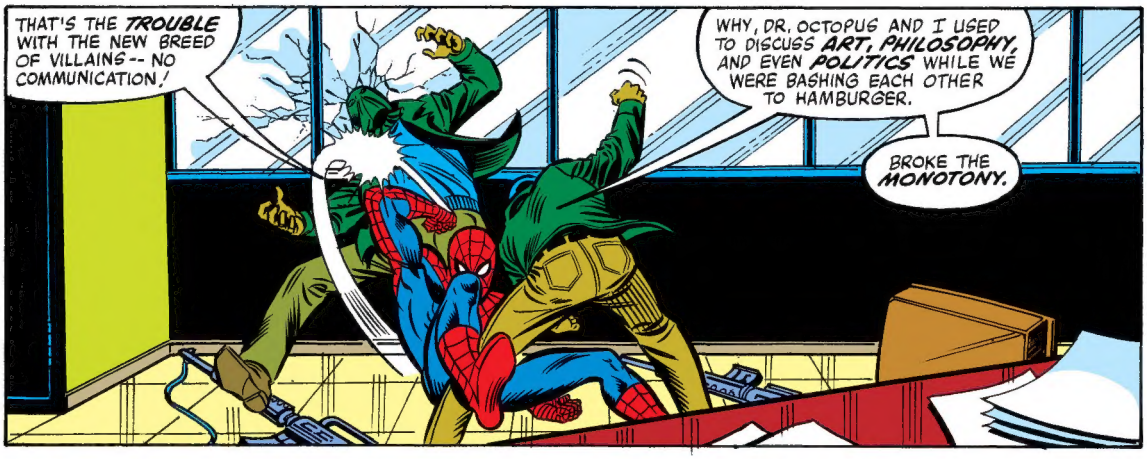

L-LET ME GO--!
BUT WE ONLY MET!
NAW... YOU'RE COMIN' WITH US, CUTIE!
AS FOR THE REST OF YA... YA BETTER NOT TWITCH AN EYEBROW!
DOES THAT INCLUDE ME, CHUCKLES--?

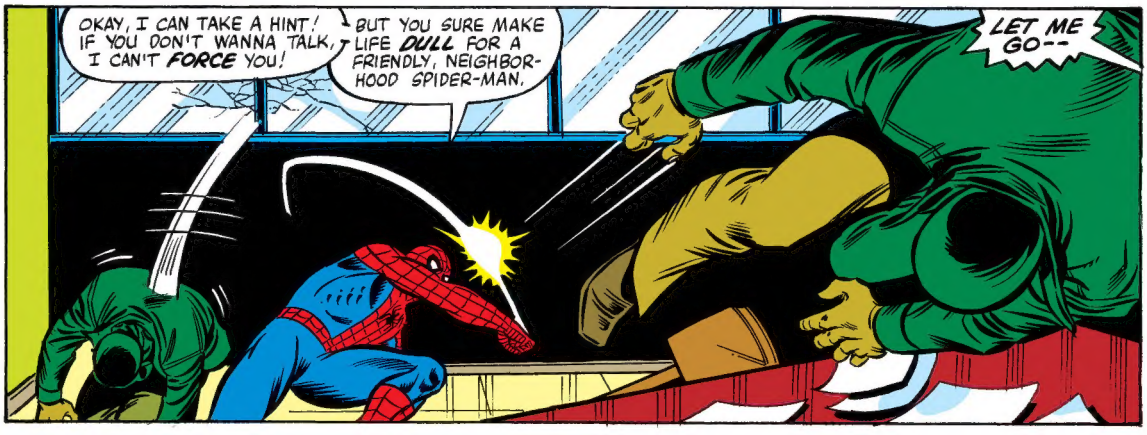
--I MEAN, I DON'T HAVE EYEBROWS... AT LEAST, NONE YOU CAN SEE!
MAYBE I CAN NOT TWITCH MY WEBBING?
SPIDER-MAN!
HOW'D HE GET HERE?

WHO CARES? WE GOT OUR ORDERS--
WASTE 'IM!


WHAT YOU ARE PRESENTLY VIEWING, FRIENDS, IS A DEMONSTRATION OF SPIDER SPEED!
LOOK IMPRESSED, NOW.

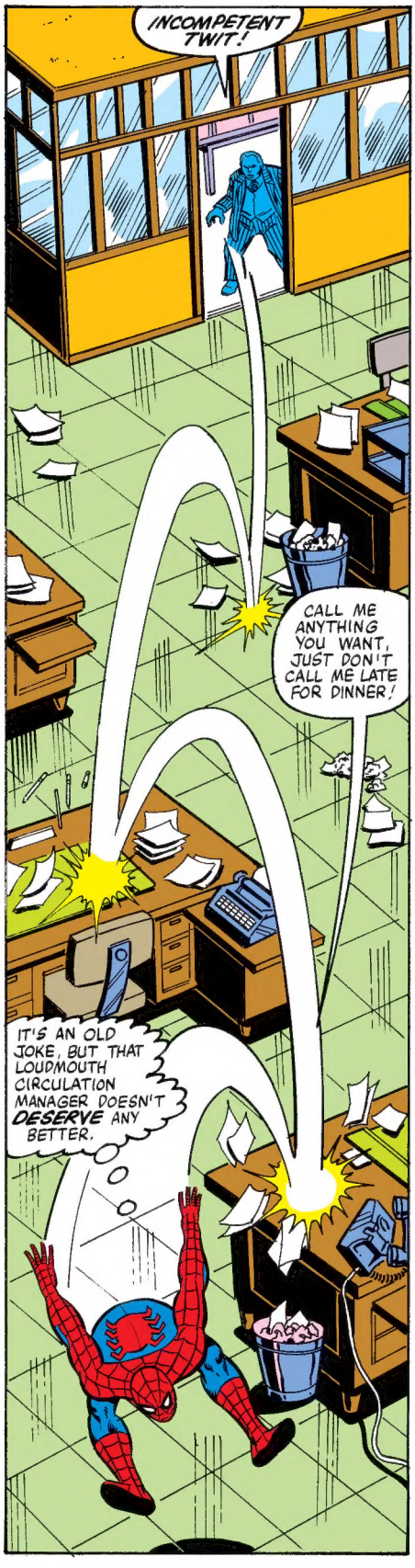
NEXT I SHALL DEMONSTRATE EGREGIOUS BELLICOSITY--
--ALSO KNOWN AS ROTTEN TEMPER!
I'LL GO GET HELP!
NO! STAY HERE! THIS IS NEWS, MAN!
WHOOPS -- LOOKS LIKE I'VE GOT YOU --
--JUST WHERE YOU WANT ME!
HEY... BUT THE ODDS ARE ONLY FOUR-TO-ONE!
I'VE GOT YOU OUT-NUMBERED!
NOT ANSWERING, HUH? I REALLY WISH YOU WOULD --
--I'M GETTING TIRED OF THE SOUND OF MY OWN CRACKLING WIT.
6

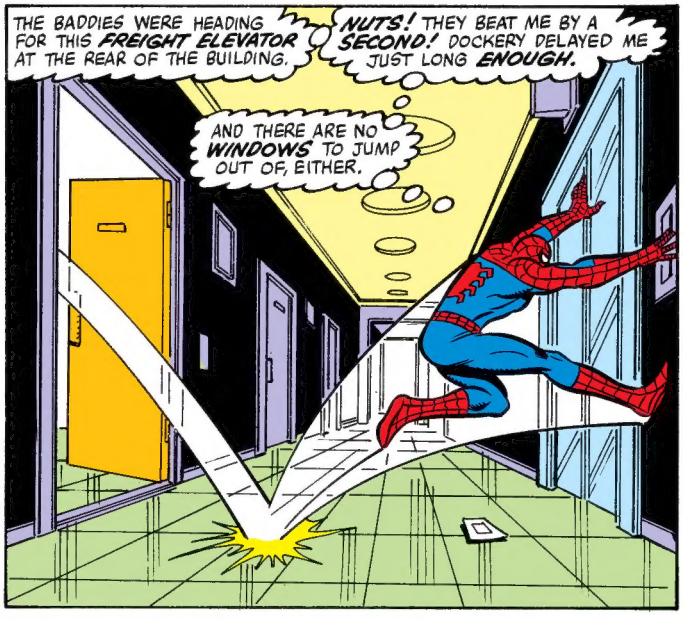

THAT'S THE TROUBLE WITH THE NEW BREED OF VILLAINS -- NO COMMUNICATION!
WHY, DR. OCTOPUS AND I USED TO DISCUSS ART, PHILOSOPHY, AND EVEN POLITICS WHILE WE WERE BASHING EACH OTHER TO HAMBURGER.
BROKE THE MONOTONY.

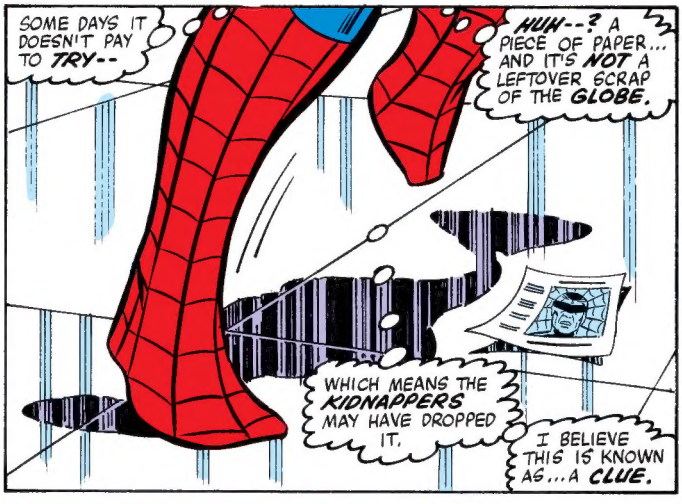

OKAY, I CAN TAKE A HINT! IF YOU DON'T WANNA TALK, I CAN'T FORCE YOU!
BUT YOU SURE MAKE LIFE DULL FOR A FRIENDLY, NEIGHBORHOOD SPIDER-MAN.
LET ME GO--

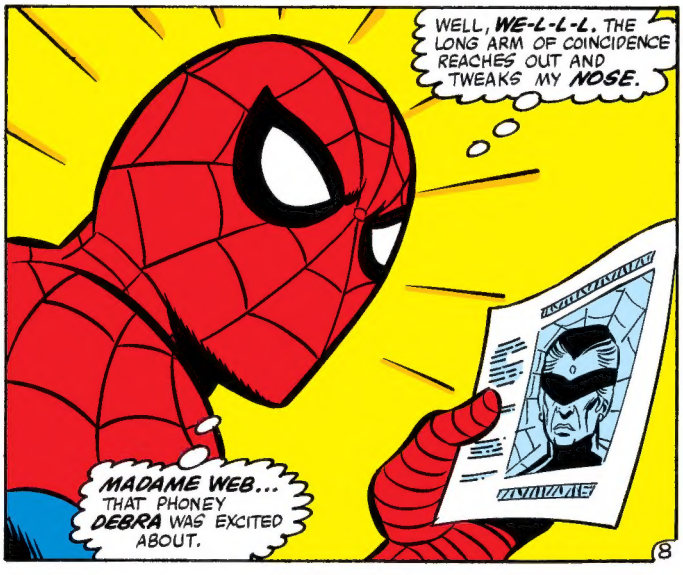
AH... THE REASON FOR THIS ACTION, AN OLD-FASHIONED KIDNAPPING!
DULLARD! THEY'RE ESCAPING WITH MS. CLAYTON!
PURSUE THEM!

I'M ON MY WAY--
OOOPS!
DOCKERY WINS FIRST PRIZE FOR CLUMSINESS! HE LURCHED RIGHT IN FRONT OF ME!

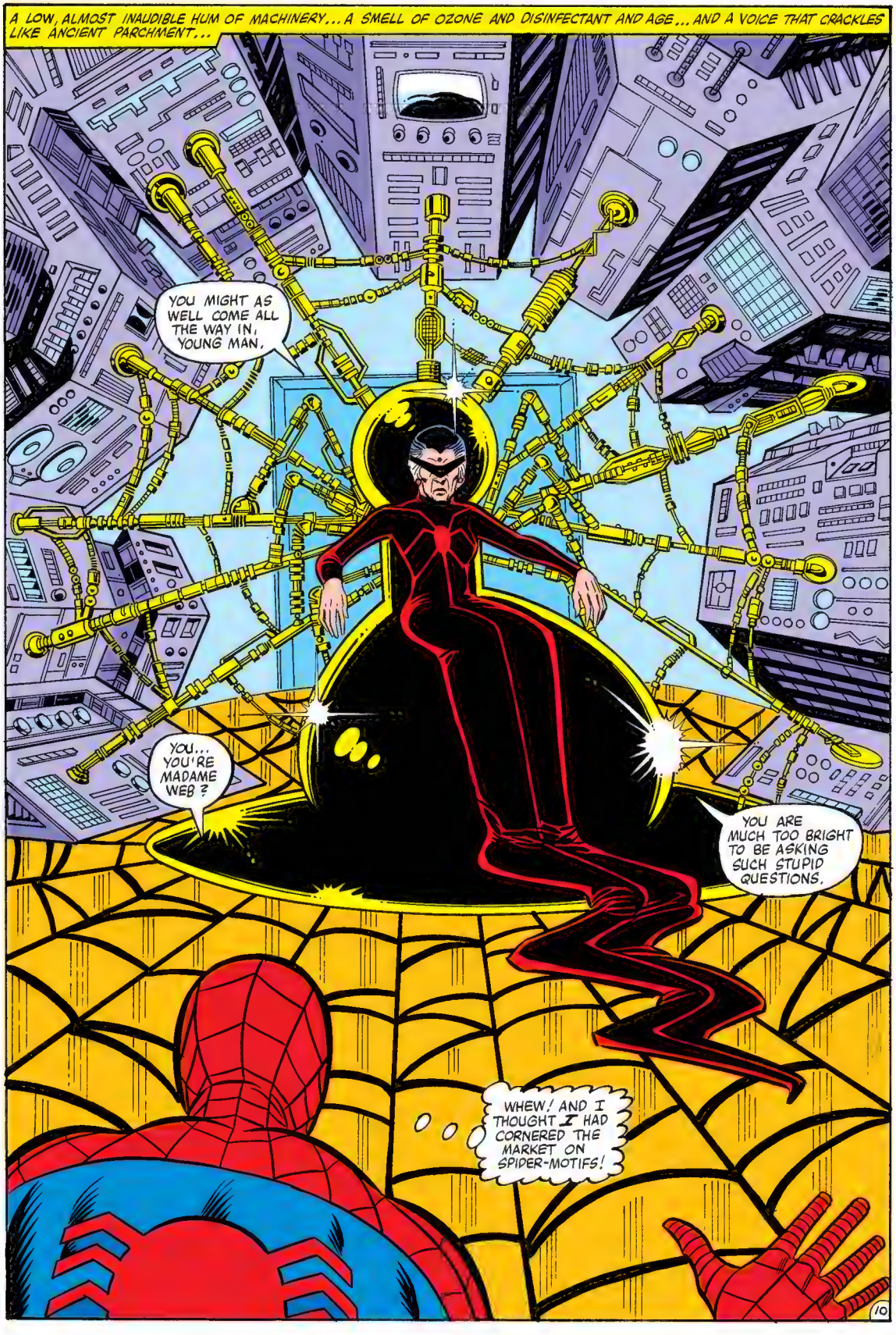

INCOMPETENT TWIT!
CALL ME ANYTHING YOU WANT, JUST DON'T CALL ME LATE FOR DINNER!
IT'S AN OLD JOKE, BUT THAT LOUDMOUTH CIRCULATION MANAGER DOESN'T DESERVE ANY BETTER.

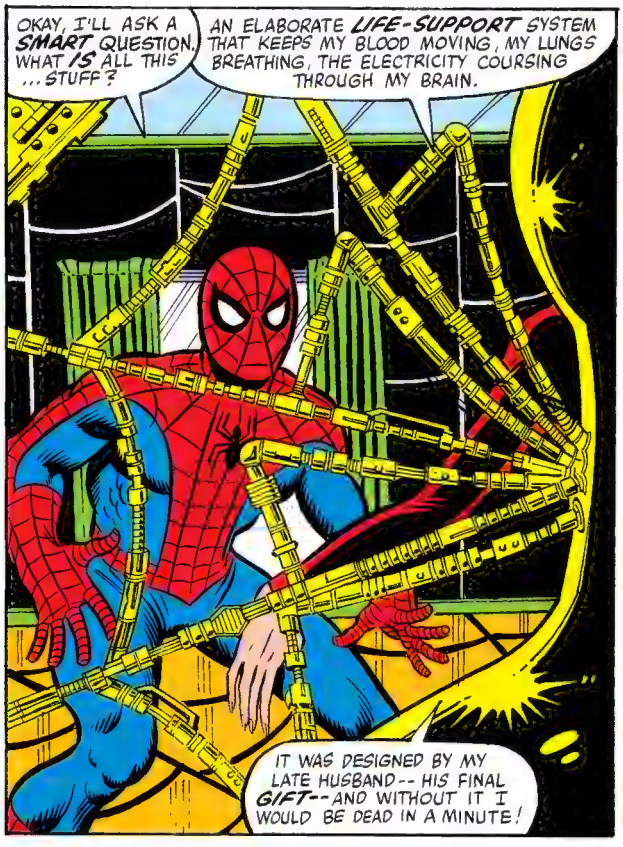

THE BADDIES WERE HEADING FOR THIS FREIGHT ELEVATOR AT THE REAR OF THE BUILDING.
NUTS! THEY BEAT ME BY A SECOND! DOCKERY DELAYED ME JUST LONG ENOUGH.
AND THERE ARE NO WINDOWS TO JUMP OUT OF, EITHER.


SOME DAYS IT DOESN'T PAY TO TRY--
HUH--? A PIECE OF PAPER... AND IT'S NOT A LEFTOVER SCRAP OF THE GLOBE.
WHICH MEANS THE KIDNAPPERS MAY HAVE DROPPED IT.
I BELIEVE THIS IS KNOWN AS...A CLUE.

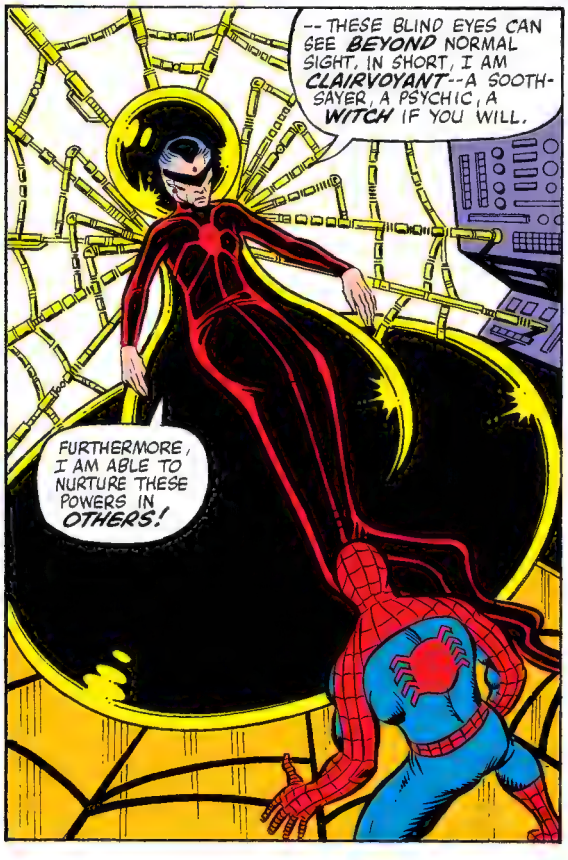

WELL, WE-L-L-L. THE LONG ARM OF COINCIDENCE REACHES OUT AND TWEAKS MY NOSE.
MADAME WEB... THAT PHONEY DEBRA WAS EXCITED ABOUT.

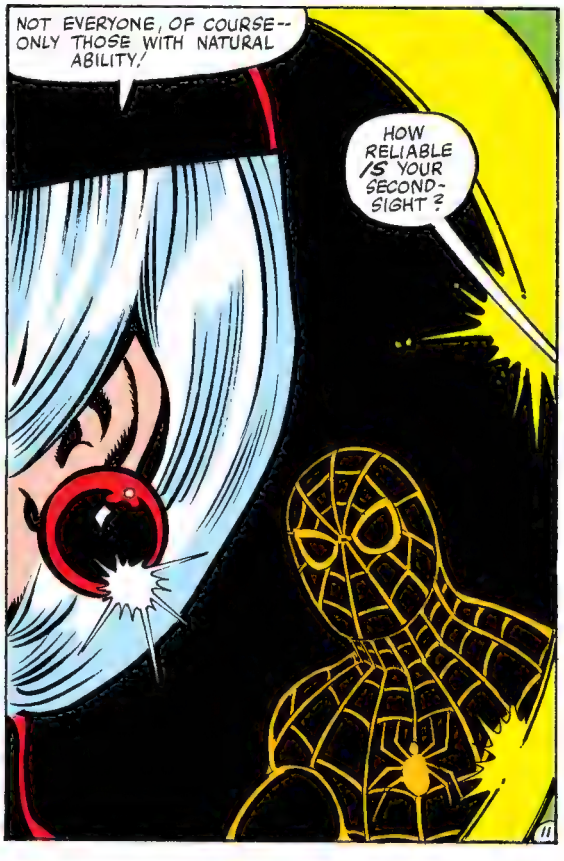
SOON...
I REALIZE NONE OF THIS IS REALLY MY BUSINESS, BUT I FEEL RESPONSIBLE FOR LETTING THE HOODS ESCAPE WITH K.J. CLAYTON.
SO THE NEXT STOP IS--
--MADAME WEB'S APARTMENT.
CHANCES ARE A THOUSAND-TO-ONE THAT SHE'S INNOCENT AS ICE CREAM-- BUT SHE'S THE ONLY LEAD I HAVE!
I WON'T BOTHER HAVING THE DOORMAN ANNOUNCE ME! I'D RATHER POP IN AND GIVE HER A LITTLE--
--SURPRISE!
9


A LOW, ALMOST INAUDIBLE HUM OF MACHINERY... A SMELL OF OZONE AND DISINFECTANT AND AGE... AND A VOICE THAT CRACKLES LIKE ANCIENT PARCHMENT...
YOU MIGHT AS WELL COME ALL THE WAY IN, YOUNG MAN.
YOU... YOU'RE MADAME WEB?
YOU ARE MUCH TOO BRIGHT TO BE ASKING SUCH STUPID QUESTIONS.
WHEW! AND I THOUGHT I HAD CORNERED THE MARKET ON SPIDER-MOTIFS!


OKAY, I'LL ASK A SMART QUESTION. WHAT IS ALL THIS ...STUFF?
AN ELABORATE LIFE-SUPPORT SYSTEM THAT KEEPS MY BLOOD MOVING, MY LUNGS BREATHING, THE ELECTRICITY COURSING THROUGH MY BRAIN.
IT WAS DESIGNED BY MY LATE HUSBAND-- HIS FINAL GIFT--AND WITHOUT IT I WOULD BE DEAD IN A MINUTE!

THAT WOULD BE SMALL CAUSE FOR MOURNING, BUT PERHAPS THE WORLD WOULD BE POORER FOR THE LOSS OF MY GIFTS.
GIFTS?
I CAN TOUCH THE HIDDEN CORDS OF CREATION--

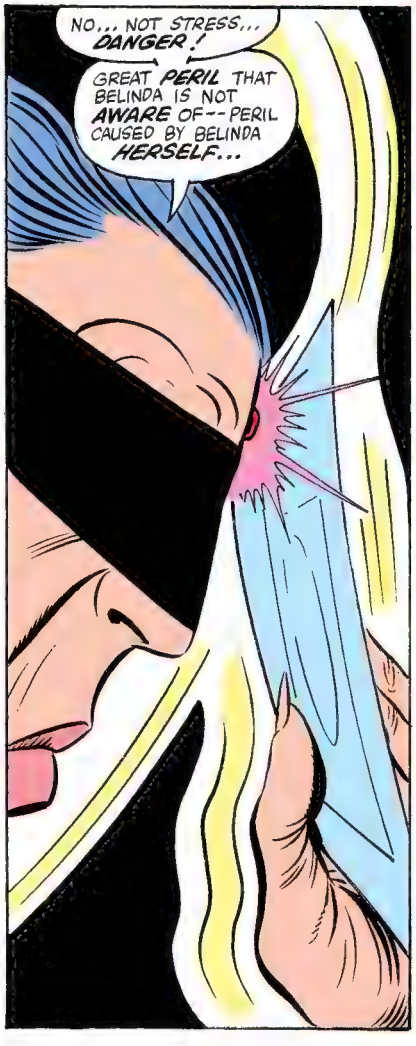

--THESE BLIND EYES CAN SEE BEYOND NORMAL SIGHT. IN SHORT, I AM CLAIRVOYANT--A SOOTHSAYER, A PSYCHIC, A WITCH IF YOU WILL.
FURTHERMORE, I AM ABLE TO NURTURE THESE POWERS IN OTHERS!


NOT EVERYONE, OF COURSE--ONLY THOSE WITH NATURAL ABILITY.
HOW RELIABLE IS YOUR SECOND-SIGHT?

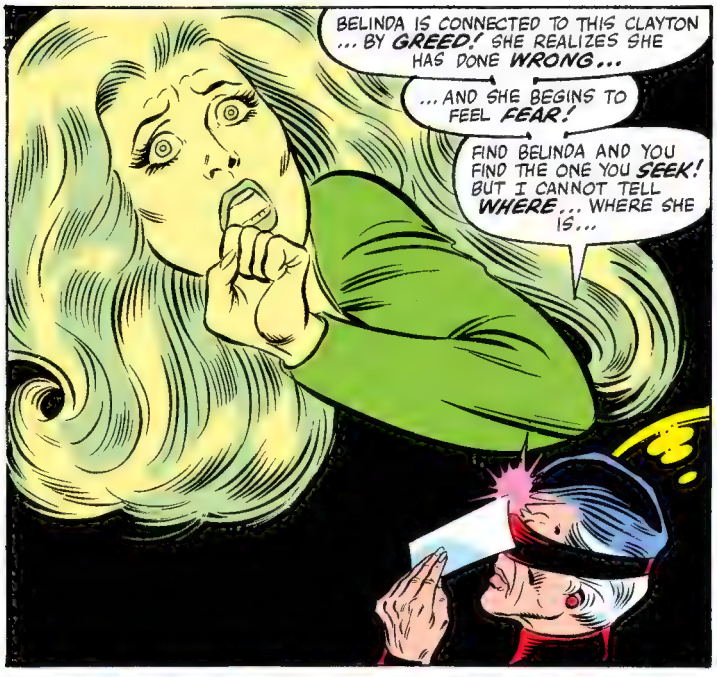
I CAN GUARANTEE NOTHING! PARANORMAL ABILITIES ARE SUBJECT TO MANY OUTSIDE INFLUENCES--
SOUNDS LIKE A TYPICAL COP-OUT! BUT WHAT THE HECK--
I HAVE AN OBJECT, MADAME WEB.

CAN YOU TELL ME ANYTHING ABOUT IT?
THE AURA... FAMILIAR... BELONGS TO MY NEWEST STUDENT-- BELINDA BELL.
SHE IS A MODEL AND AN ACTRESS AND--

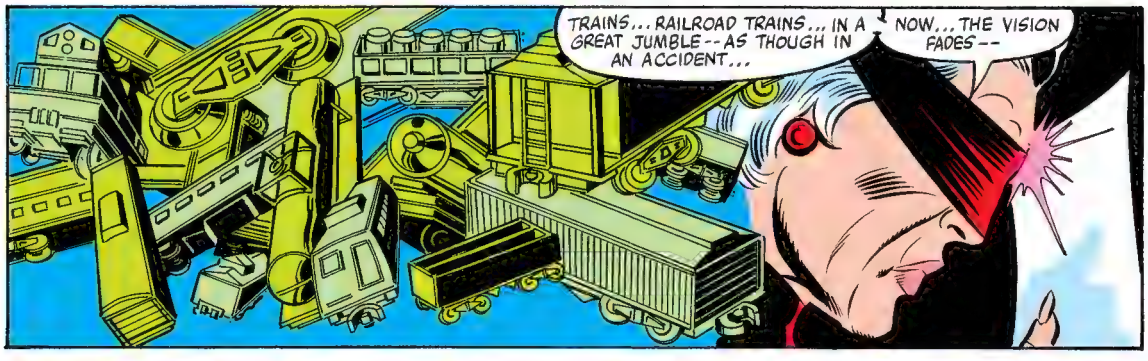
--BUT THAT IS NOT IMPORTANT!
BELINDA HAS HANDLED THIS RECENTLY-- IN A MOMENT OF STRESS...

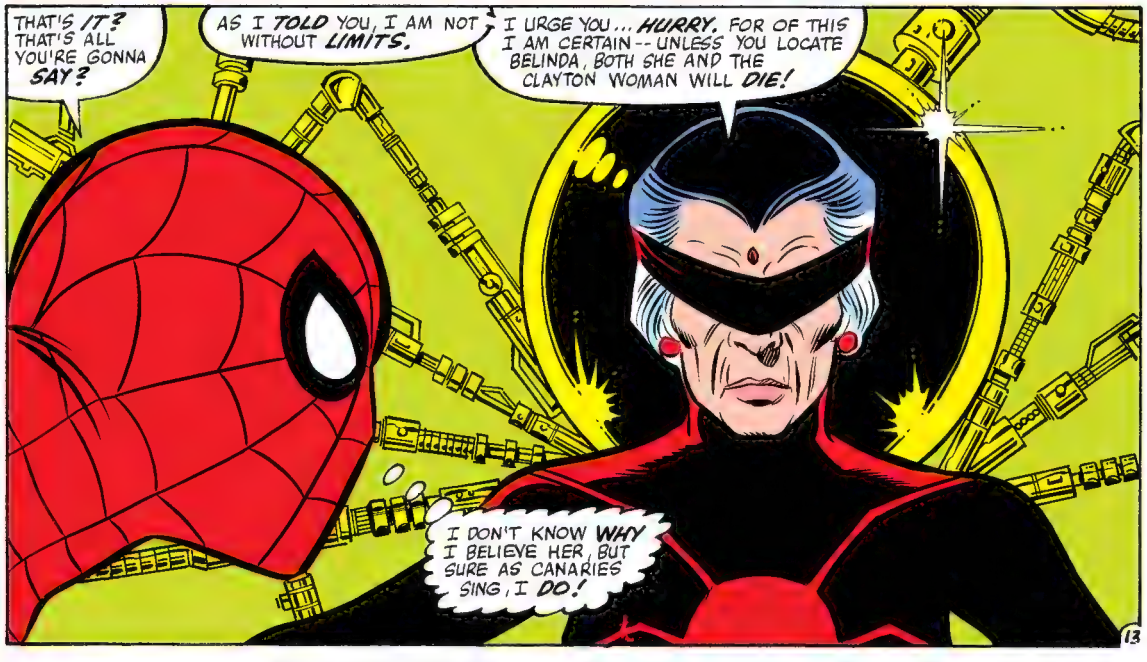

NO... NOT STRESS... DANGER!
GREAT PERIL THAT BELINDA IS NOT AWARE OF--PERIL CAUSED BY BELINDA HERSELF...

...BECAUSE SHE COOPERATED IN DECEIT... A LIE... INVOLVING A SECOND WOMAN...
...A WEALTHY AND POWERFUL WOMAN NAMED... KATRINKA... JANICE... CLAYTON...

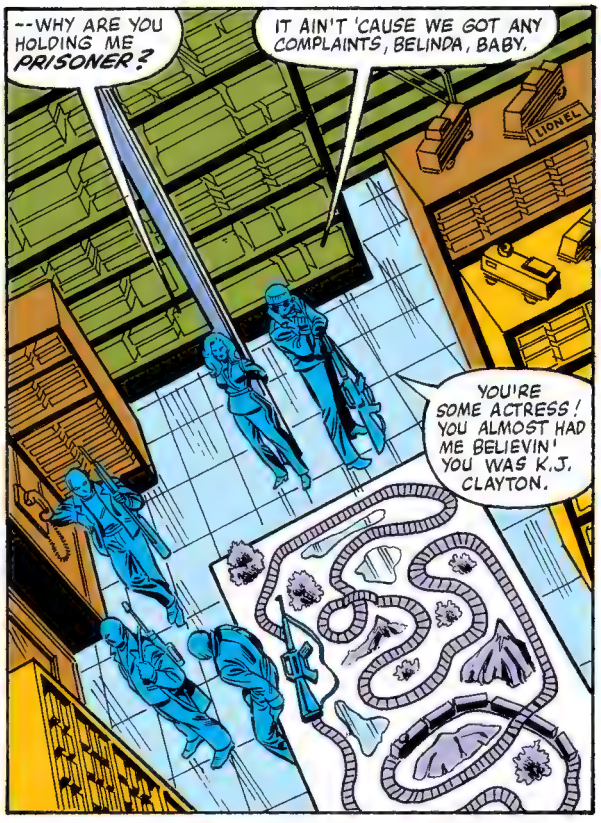

BELINDA IS CONNECTED TO THIS CLAYTON ... BY GREED! SHE REALIZES SHE HAS DONE WRONG...
... AND SHE BEGINS TO FEEL FEAR!
FIND BELINDA AND YOU FIND THE ONE YOU SEEK! BUT I CANNOT TELL WHERE... WHERE SHE IS...

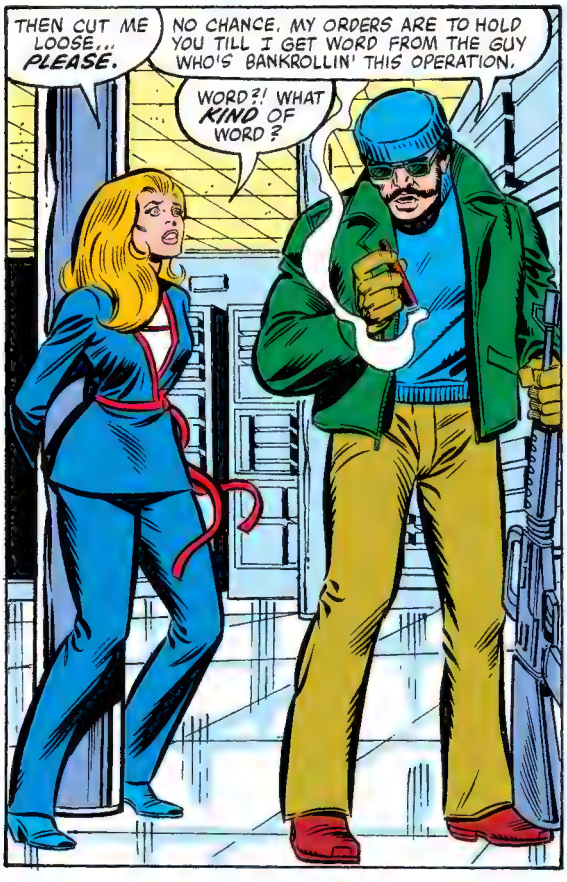
YOU GOTTA, LADY.
I'M NOT SURE I UNDERSTAND YOU--I'M NOT SURE ANYONE COULD-- BUT IT SEEMS YOU'RE SAYING K.J. CLAYTON'S IN THE SOUP!
BUT WHERE--?

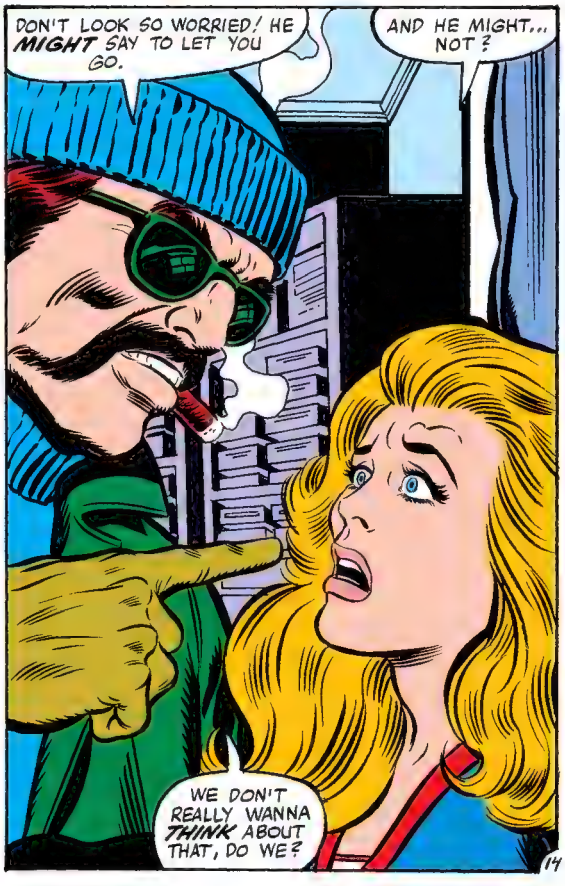

TRAINS... RAILROAD TRAINS... IN A GREAT JUMBLE--AS THOUGH IN AN ACCIDENT...
NOW... THE VISION FADES--

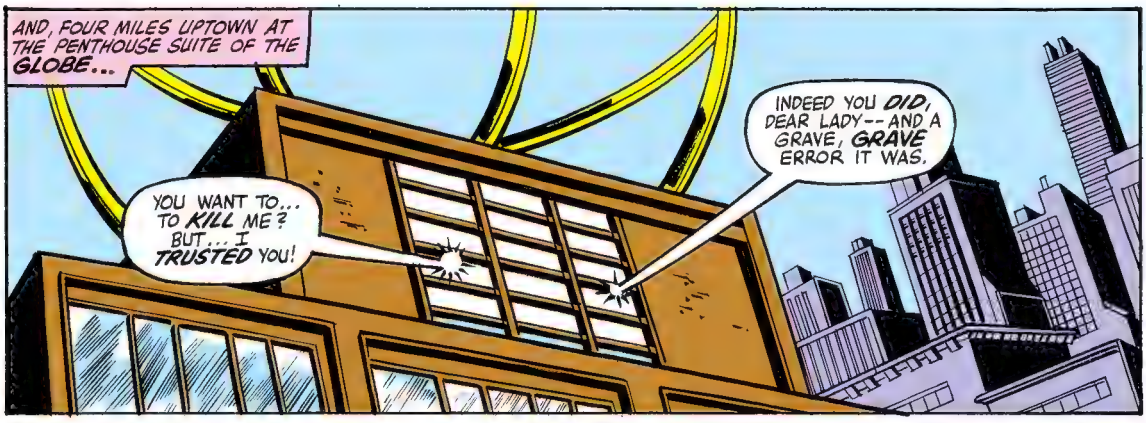

THAT'S IT? THAT'S ALL YOU'RE GONNA SAY?
AS I TOLD YOU, I AM NOT WITHOUT LIMITS.
I URGE YOU... HURRY. FOR OF THIS I AM CERTAIN--UNLESS YOU LOCATE BELINDA, BOTH SHE AND THE CLAYTON WOMAN WILL DIE!
I DON'T KNOW WHY I BELIEVE HER, BUT SURE AS CANARIES SING, I DO!

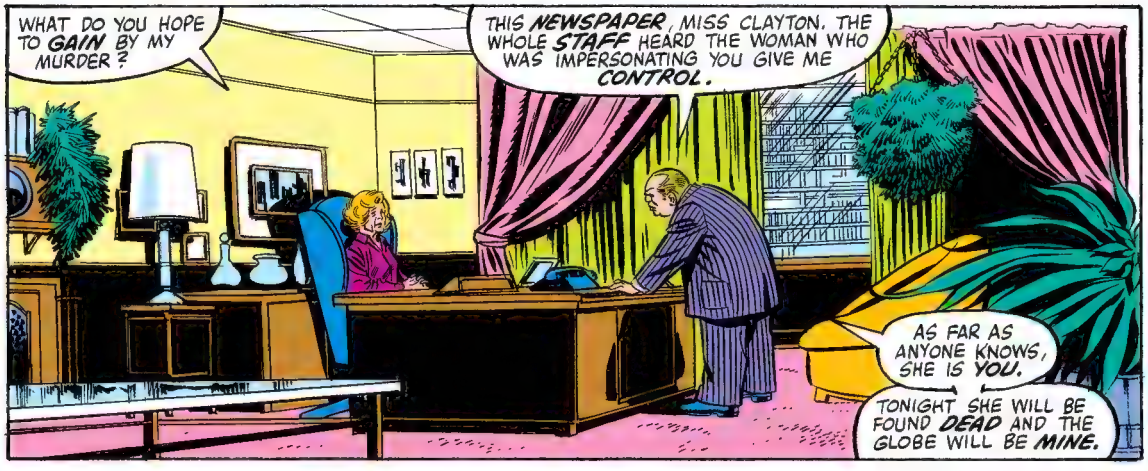
MEANWHILE, AT A TOY STORE IN LOWER MANHATTAN...
I DON'T UNDERSTAND. I'VE DONE EVERYTHING YOU ASKED--EVERYTHING YOU PAID ME TO DO--
HICKORY DOCKERY TOYS
HICKORY DOCKERY

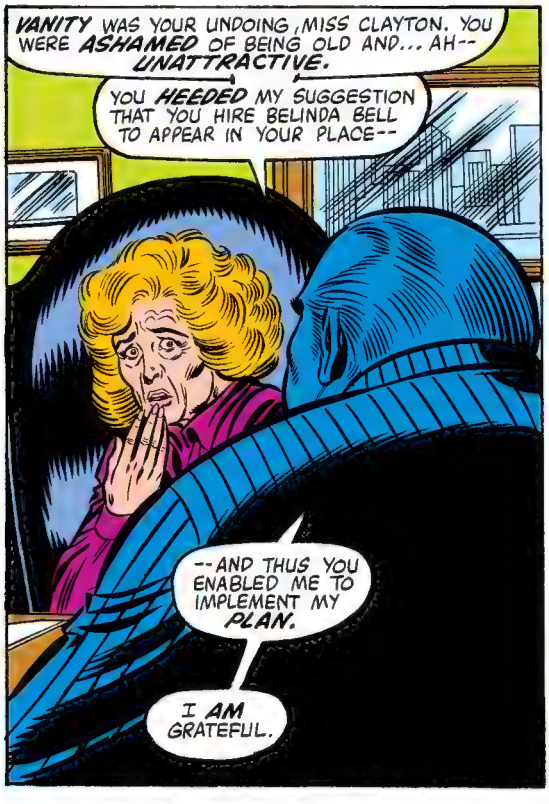

--WHY ARE YOU HOLDING ME PRISONER?
IT AIN'T 'CAUSE WE GOT ANY COMPLAINTS, BELINDA, BABY.
LIONEL
YOU'RE SOME ACTRESS! YOU ALMOST HAD ME BELIEVIN' YOU WAS K.J. CLAYTON.


THEN CUT ME LOOSE... PLEASE.
NO CHANCE. MY ORDERS ARE TO HOLD YOU TILL I GET WORD FROM THE GUY WHO'S BANKROLLIN' THIS OPERATION.
WORD?! WHAT KIND OF WORD?

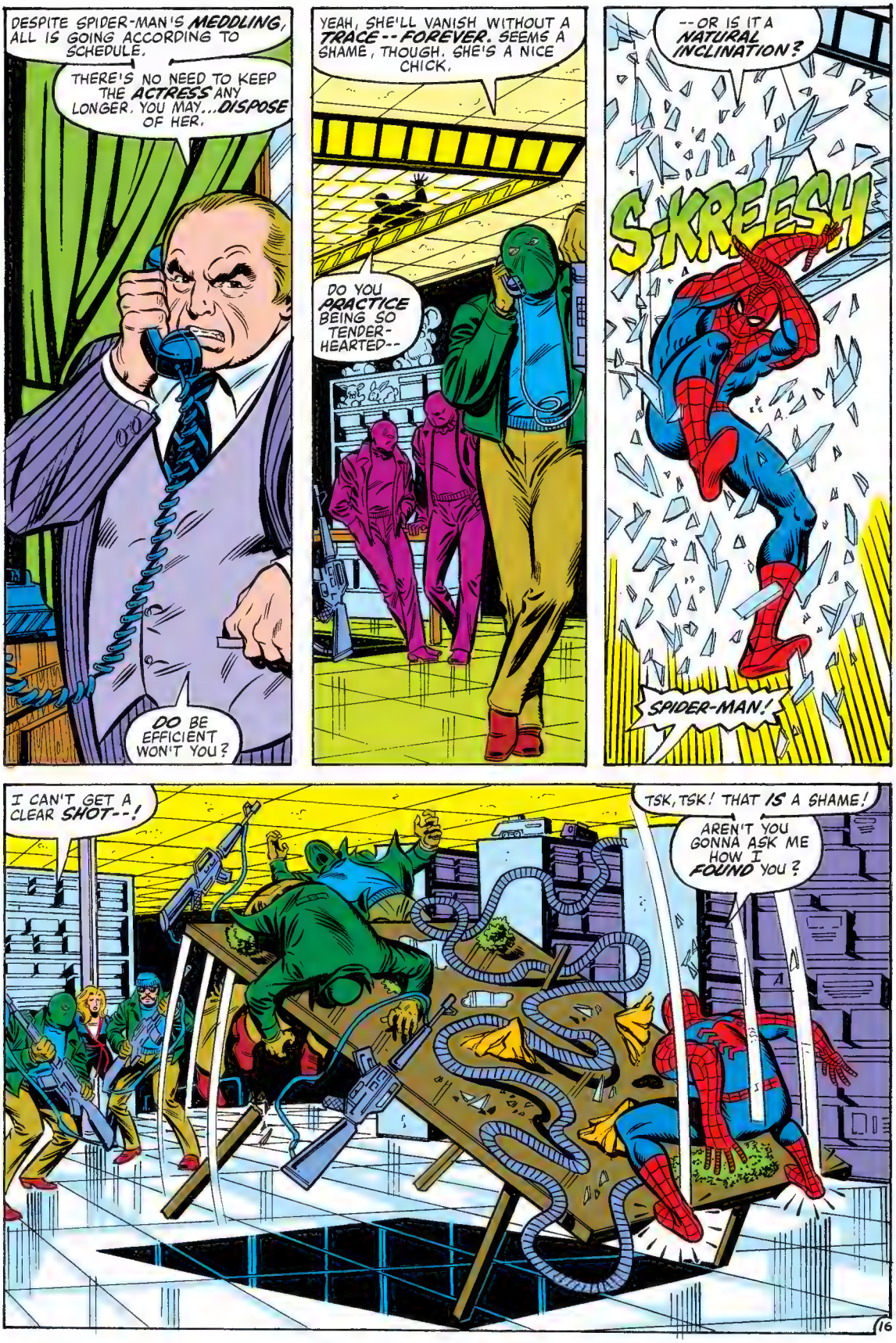

DON'T LOOK SO WORRIED! HE MIGHT SAY TO LET YOU GO.
AND HE MIGHT... NOT?
WE DON'T REALLY WANNA THINK ABOUT THAT, DO WE?

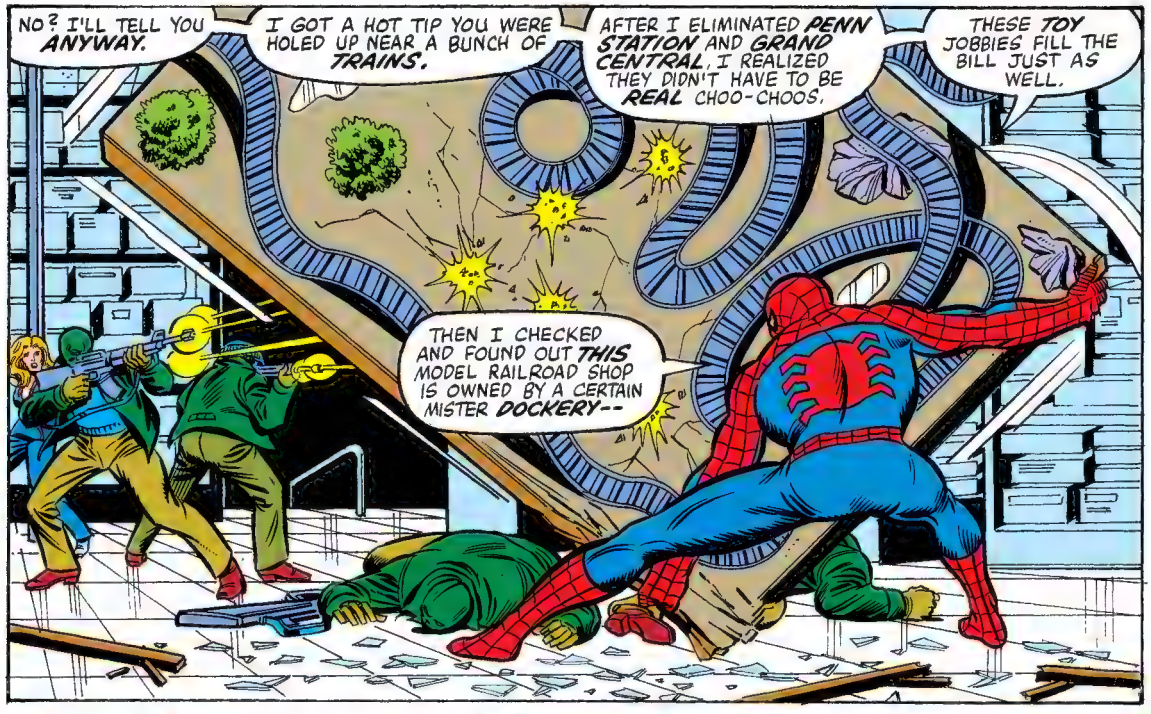

AND, FOUR MILES UPTOWN AT THE PENTHOUSE SUITE OF THE GLOBE...
YOU WANT TO... TO KILL ME? BUT... I TRUSTED YOU!
INDEED YOU DID, DEAR LADY-- AND A GRAVE, GRAVE ERROR IT WAS.


WHAT DO YOU HOPE TO GAIN BY MY MURDER?
THIS NEWSPAPER, MISS CLAYTON. THE WHOLE STAFF HEARD THE WOMAN WHO WAS IMPERSONATING YOU GIVE ME CONTROL.
AS FAR AS ANYONE KNOWS, SHE IS YOU.
TONIGHT SHE WILL BE FOUND DEAD AND THE GLOBE WILL BE MINE.

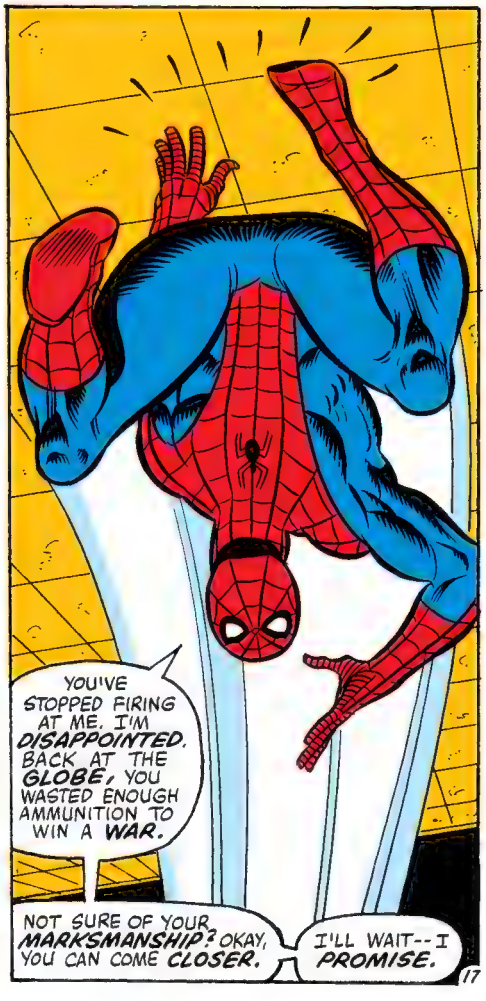

VANITY WAS YOUR UNDOING, MISS CLAYTON. YOU WERE ASHAMED OF BEING OLD AND... AH-- UNATTRACTIVE.
YOU HEEDED MY SUGGESTION THAT YOU HIRE BELINDA BELL TO APPEAR IN YOUR PLACE--
--AND THUS YOU ENABLED ME TO IMPLEMENT MY PLAN.
I AM GRATEFUL.

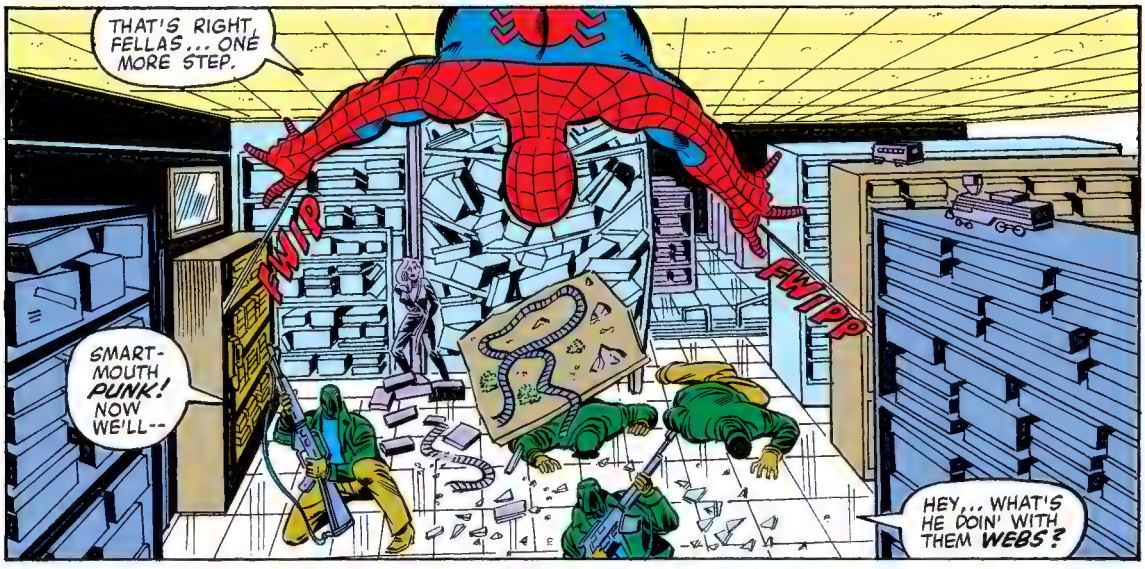
HEH, HEH, HEH... RUN IF YOU LIKE! THE DOORS ARE LOCKED, THE ELEVATORS WITHOUT POWER.
NO ONE IS NEAR TO HEAR YOU CRY FOR HELP.
I HAVE A CALL TO MAKE--AND THEN I SHALL ATTEND TO YOU PERSONALLY.


DESPITE SPIDER-MAN'S MEDDLING, ALL IS GOING ACCORDING TO SCHEDULE.
THERE'S NO NEED TO KEEP THE ACTRESS ANY LONGER. YOU MAY...DISPOSE OF HER.
DO BE EFFICIENT WON'T YOU?
YEAH, SHE'LL VANISH WITHOUT A TRACE--FOREVER. SEEMS A SHAME, THOUGH. SHE'S A NICE CHICK.
DO YOU PRACTICE BEING SO TENDER-HEARTED--
--OR IS IT A NATURAL INCLINATION?
S-KREESH
SPIDER-MAN!
I CAN'T GET A CLEAR SHOT--!
TSK, TSK! THAT IS A SHAME!
AREN'T YOU GONNA ASK ME HOW I FOUND YOU?

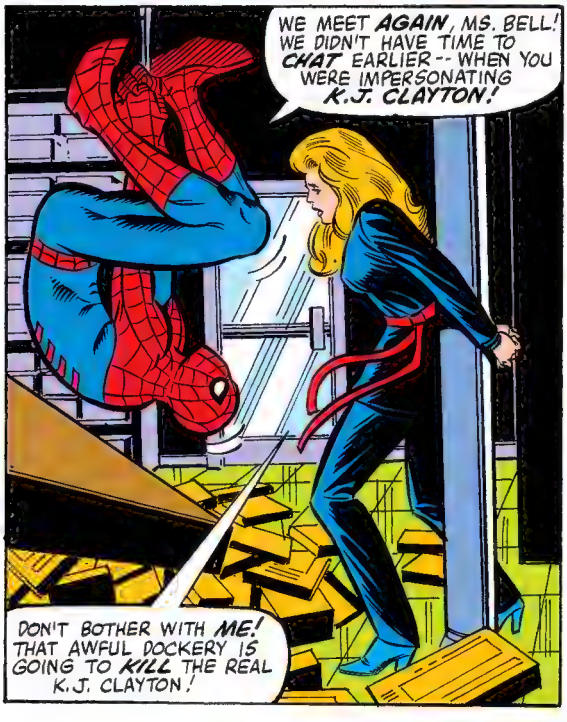

NO? I'LL TELL YOU ANYWAY.
I GOT A HOT TIP YOU WERE HOLED UP NEAR A BUNCH OF TRAINS.
AFTER I ELIMINATED PENN STATION AND GRAND CENTRAL, I REALIZED THEY DIDN'T HAVE TO BE REAL CHOO-CHOOS.
THESE TOY JOBBIES FILL THE BILL JUST AS WELL.
THEN I CHECKED AND FOUND OUT THIS MODEL RAILROAD SHOP IS OWNED BY A CERTAIN MISTER DOCKERY--

--AND HERE I AM.
YOU'RE NOT APPLAUDING, GUYS. TOO BUSY COUNTING YOUR BRUISES?
KA-RAA-AK

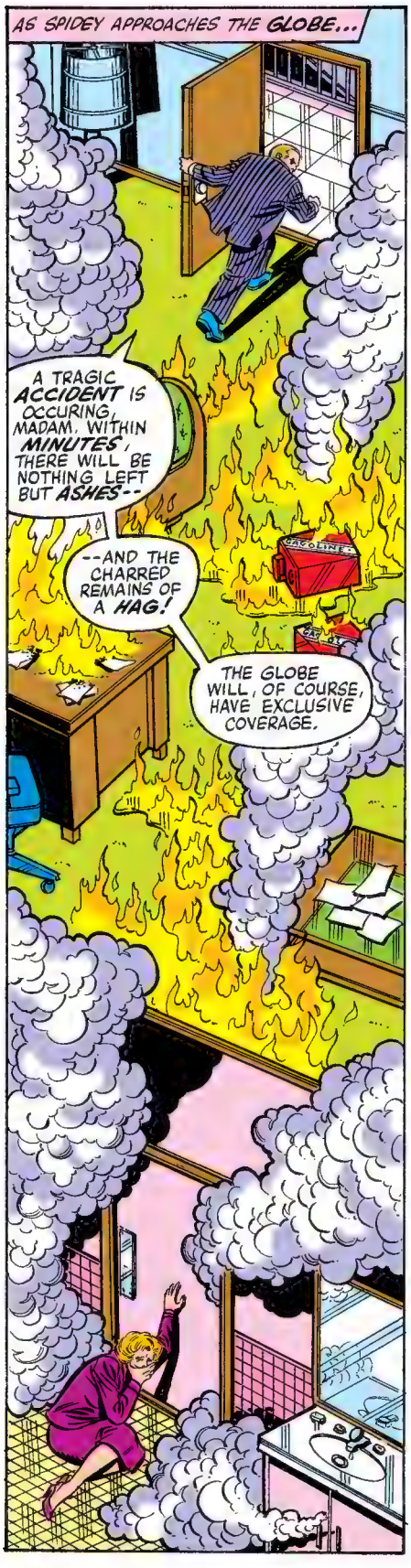

YOU'VE STOPPED FIRING AT ME. I'M DISAPPOINTED. BACK AT THE GLOBE, YOU WASTED ENOUGH AMMUNITION TO WIN A WAR.
NOT SURE OF YOUR MARKSMANSHIP? OKAY, YOU CAN COME CLOSER.
I'LL WAIT--I PROMISE.

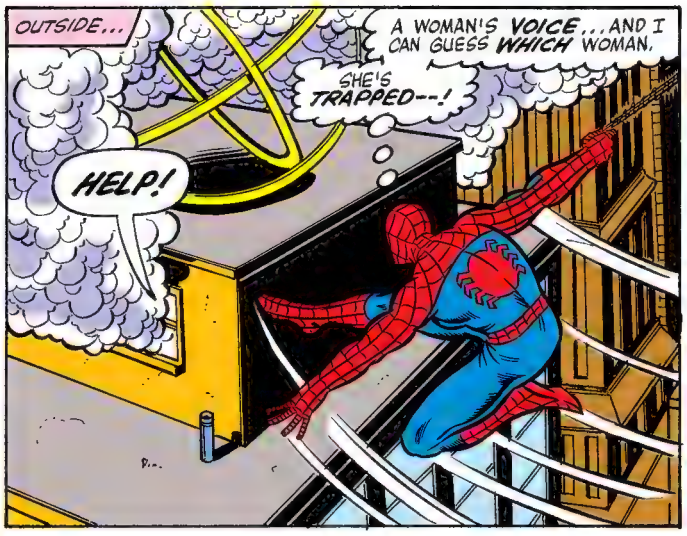

THAT'S RIGHT, FELLAS... ONE MORE STEP.
FWIP
FWIPP
SMART-MOUTH PUNK! NOW WE'LL--
HEY... WHAT'S HE DOIN' WITH THEM WEBS?

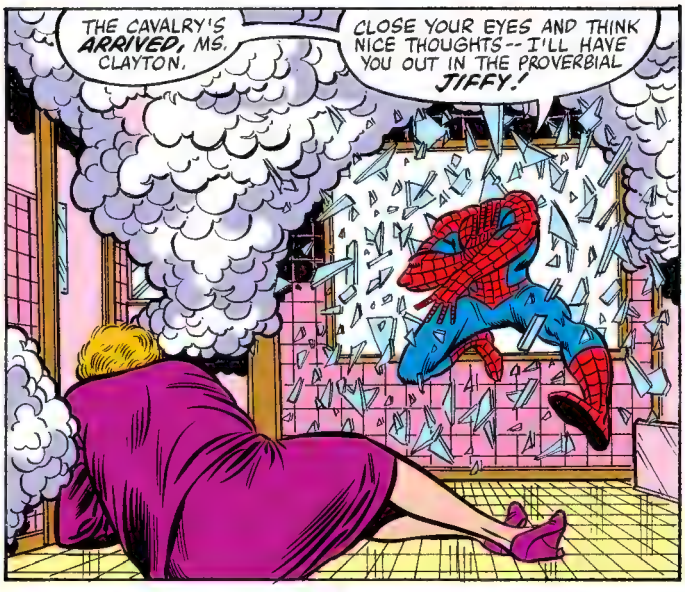
CLOSING THE BOOK ON YOU--
--SO TO SPEAK.


WE MEET AGAIN, MS. BELL! WE DIDN'T HAVE TIME TO CHAT EARLIER -- WHEN YOU WERE IMPERSONATING K.J. CLAYTON!
DON'T BOTHER WITH ME! THAT AWFUL DOCKERY IS GOING TO KILL THE REAL K.J. CLAYTON!

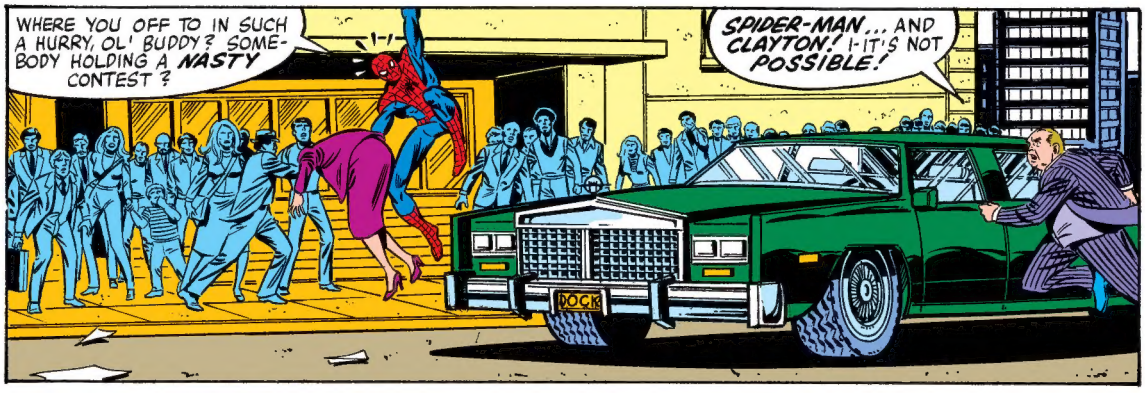
SOON...
SO MY IMPRESSION OF DOCKERY WAS ON TARGET -- HE IS THE SCUM OF THE EARTH!
MS. BELL TELLS ME HE'S AT THE GLOBE BUILDING, ABOUT TO OFF THE REAL K.J. CLAYTON!
HOPE I'M NOT TOO LATE!

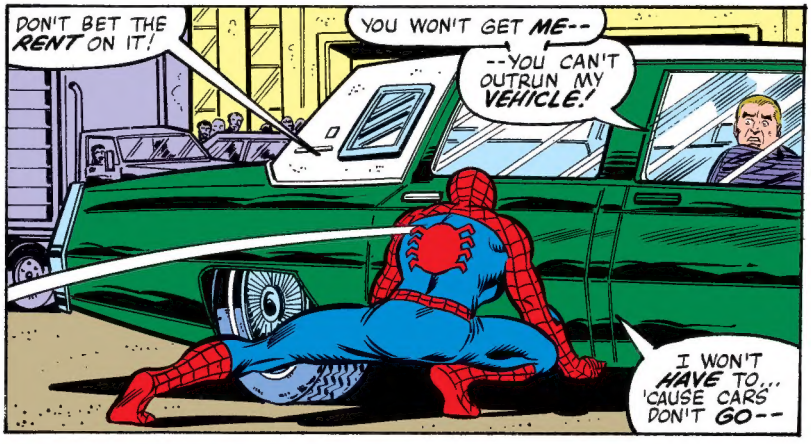

AS SPIDEY APPROACHES THE GLOBE...
A TRAGIC ACCIDENT IS OCCURING, MADAM. WITHIN MINUTES, THERE WILL BE NOTHING LEFT BUT ASHES--
--AND THE CHARRED REMAINS OF A HAG!
THE GLOBE WILL, OF COURSE, HAVE EXCLUSIVE COVERAGE.
GASOLINE

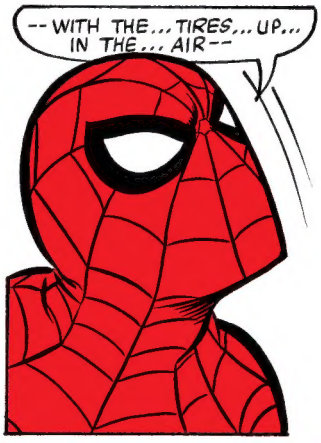

OUTSIDE...
A WOMAN'S VOICE...AND I CAN GUESS WHICH WOMAN.
SHE'S TRAPPED--!
HELP!

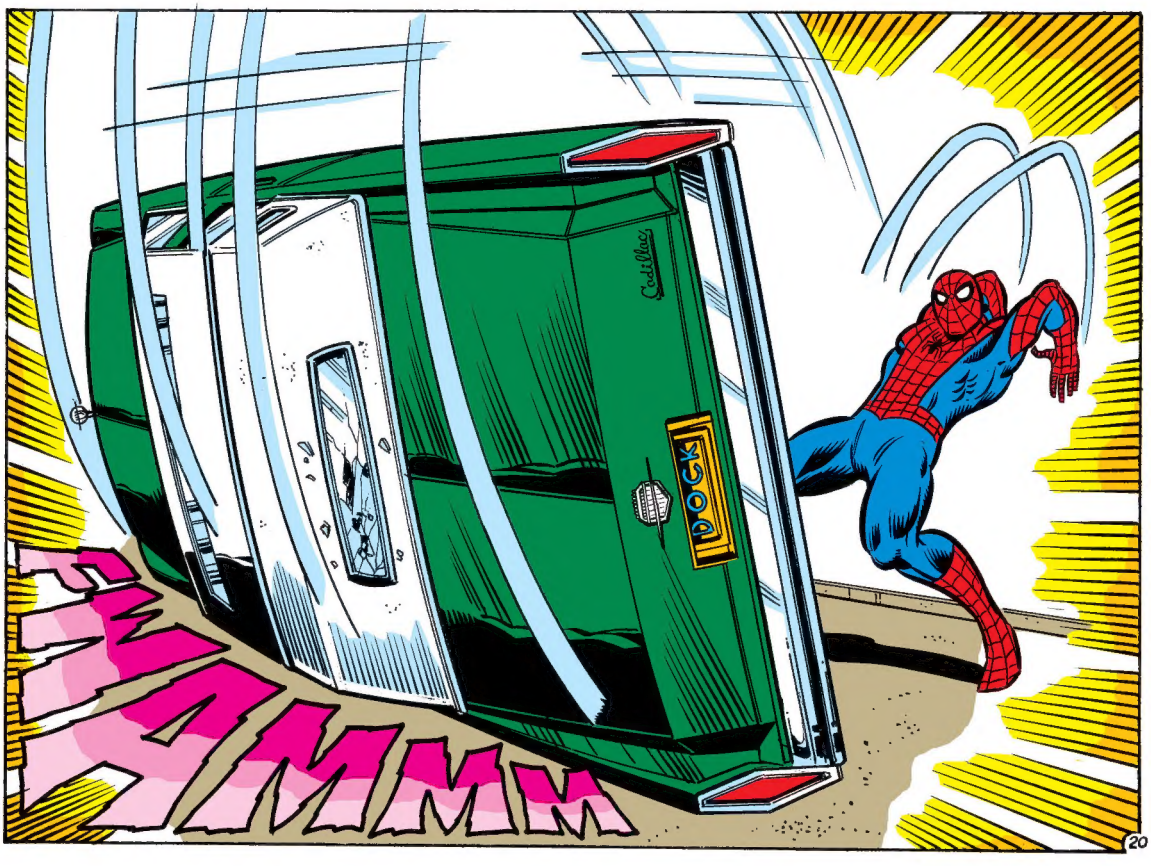

THE CAVALRY'S ARRIVED, MS. CLAYTON.
CLOSE YOUR EYES AND THINK NICE THOUGHTS--I'LL HAVE YOU OUT IN THE PROVERBIAL JIFFY!

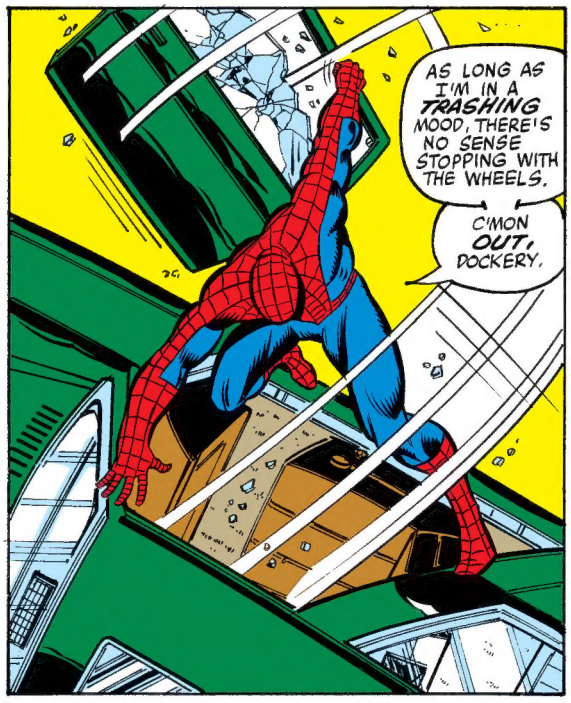
SHE'S FAINTED--JUST AS WELL!
DOWN THERE ON THE STREET--THE BRAINS BEHIND THIS SLIMY CAPER!


WHERE YOU OFF TO IN SUCH A HURRY, OL' BUDDY? SOMEBODY HOLDING A NASTY CONTEST?
SPIDER-MAN... AND CLAYTON! I-IT'S NOT POSSIBLE!


DON'T BET THE RENT ON IT!
YOU WON'T GET ME--
--YOU CAN'T OUTRUN MY VEHICLE!
I WON'T HAVE TO... 'CAUSE CARS DON'T GO--


--WITH THE... TIRES... UP... IN THE... AIR--

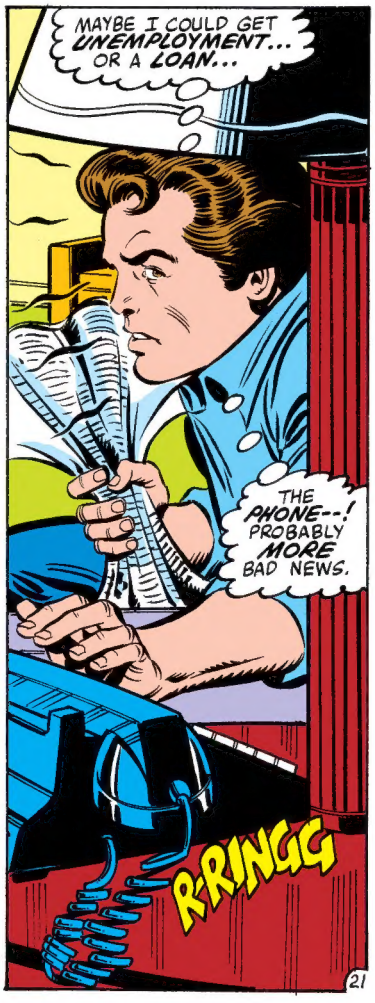

SWAMMM

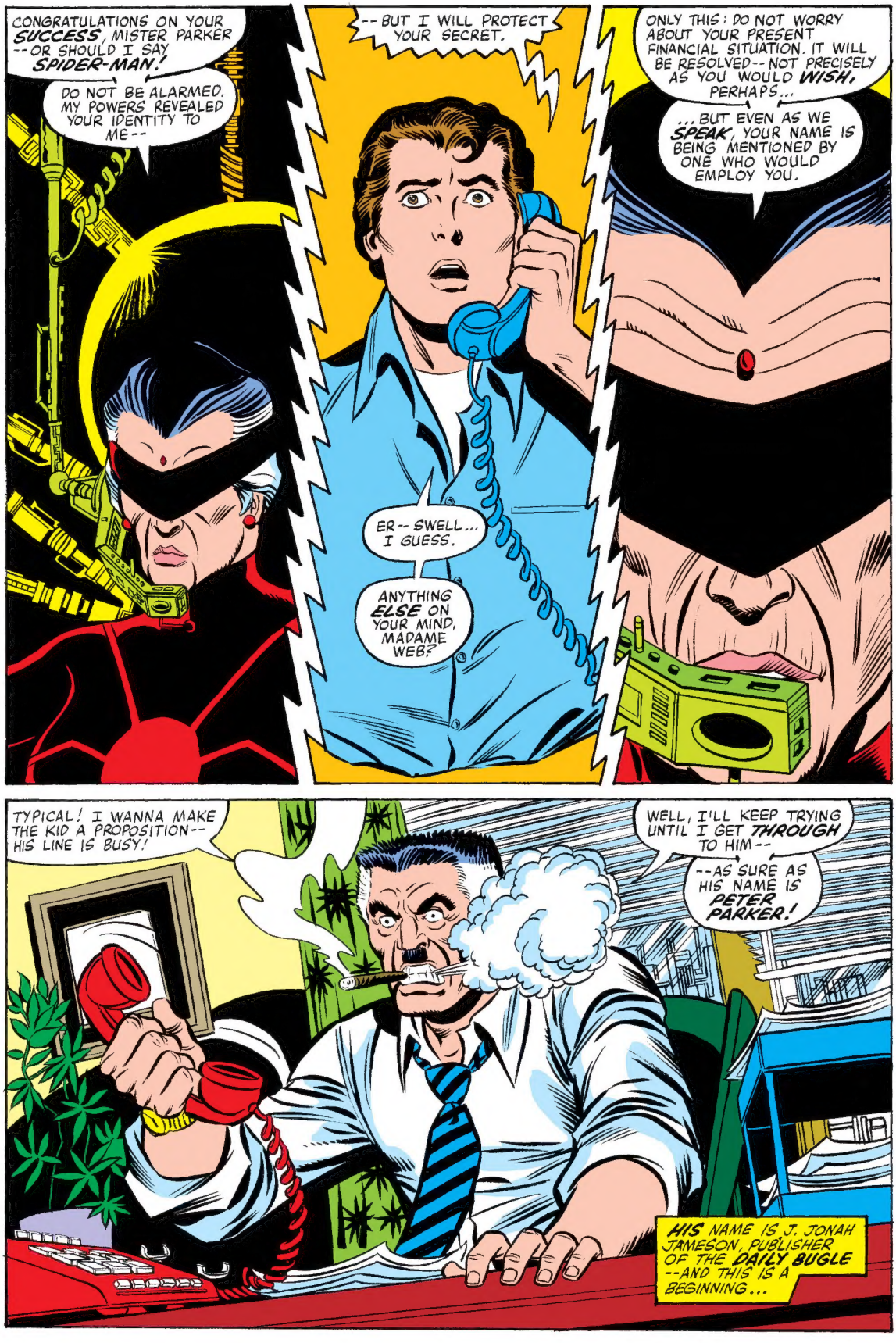

AS LONG AS I'M IN A TRASHING MOOD, THERE'S NO SENSE STOPPING WITH THE WHEELS.
C'MON OUT, DOCKERY.

I CAN SEE THE HEADLINE NOW: 'SPIDER-MAN ANNIHILATES SENSATIONALISTIC NEWSPAPER MAGNATE'!
UNLESS YOU'D LIKE TO TALK TO ME ABOUT ATTEMPTED MURDER!
I WILL... I'LL TALK TO ANYBODY!

LATER, AT PETER PARKER'S CHELSEA APARTMENT--
ACCORDING TO THE TIMES DOCKERY CONFESSED EVERYTHING--INCLUDING A FEW STUNTS HE PULLED IN LOS ANGELES.*
MS. CLAYTON HAS DECIDED TO RETIRE AND THE GLOBE HAS SUSPENDED PUBLICATION.
ALL'S WELL THAT ENDS WELL--
* SEE SPIDER-WOMAN # 25-30 --AL.

--EXCEPT FOR ME.
WITHOUT THE GLOBE, I'VE GOT NO SOURCE OF INCOME.
LOTS OF DEBTS... NO JOB. SENSATIONAL.!


MAYBE I COULD GET UNEMPLOYMENT... OR A LOAN...
THE PHONE--! PROBABLY MORE BAD NEWS.
R-RINGG


CONGRATULATIONS ON YOUR SUCCESS, MISTER PARKER --OR SHOULD I SAY SPIDER-MAN!
DO NOT BE ALARMED. MY POWERS REVEALED YOUR IDENTITY TO ME--
--BUT I WILL PROTECT YOUR SECRET.
ER-- SWELL... I GUESS.
ANYTHING ELSE ON YOUR MIND, MADAME WEB?
ONLY THIS: DO NOT WORRY ABOUT YOUR PRESENT FINANCIAL SITUATION. IT WILL BE RESOLVED-- NOT PRECISELY AS YOU WOULD WISH, PERHAPS...
...BUT EVEN AS WE SPEAK, YOUR NAME IS BEING MENTIONED BY ONE WHO WOULD EMPLOY YOU.
TYPICAL! I WANNA MAKE THE KID A PROPOSITION-- HIS LINE IS BUSY!
WELL, I'LL KEEP TRYING UNTIL I GET THROUGH TO HIM--
--AS SURE AS HIS NAME IS PETER PARKER!
HIS NAME IS J. JONAH JAMESON, PUBLISHER OF THE DAILY BUGLE --AND THIS IS A BEGINNING...

Shadowcat